

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., et al.,²

Debtors.

) Chapter 11

)

) Case No. 01-01139 (JKF)

) (Jointly Administered)

)

) **Objection Deadline:** *March 26, 2007*,
at 4:00 p.m. (prevailing eastern time)

**FEE DETAIL FOR LATHAM & WATKINS LLP'S MONTHLY
SPECIAL TAX COUNSEL FEE APPLICATION
FOR THE PERIOD SEPTEMBER 1, 2006 THROUGH SEPTEMBER 31, 2006**

² The debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester new Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Koontenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

555 Eleventh Street, N.W., Suite 1000
 Washington, D.C. 20004-1304
 Tel: (202) 637-2200 Fax: (202) 637-2201
 www.lw.com

LATHAM & WATKINS^{LLP}

INVOICE

September 30, 2006

W.R. GRACE & CO.
 5400 BROKEN SOUND BLVD. NW
 BOCA RATON, FL 33487

Tax Identification No: 95-2018373

Please remit payment to:
 Latham & Watkins LLP
 P.O. Box 7247-8202
 Philadelphia, PA 19170

For questions call:
 Edith Parker at (202) 350-5039

Please identify your check with the following number:
 Invoice No. 60314320
 File No. 042362-0000

For professional services rendered through September 30, 2006
 re: **FEDERAL TAX GENERAL PLANNING**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
09/01/06	NJD	1.40	REVIEW SECTION 367 ISSUES; LIABILITY FOR GAIN RECOGNITION AGREEMENT; GROM
09/05/06	NJD	.60	GERMANY RESTRUCTURING
09/06/06	NJD	.60	SECTION 382 REVIEW
09/14/06	ECA	1.30	REVIEW ISSUE OF 5% SHAREHOLDER; REVIEW POTENTIAL FOR SECTION 382(L)
09/17/06	ECA	1.10	REVIEW RECENTLY RECEIVED DOCUMENTS REGARDING FEE APPLICATION PREPARATION; CREATE FILE OF SAME.
09/18/06	ECA	2.30	REVIEW FILES AND BEGIN PREPARATION OF FEE STATEMENTS.
09/19/06	ECA	.20	REVIEW AND REVISE MONTHLY FEE STATEMENTS; FORWARD SAME TO N. DENOVIO FOR REVIEW.
09/27/06	NJD	.30	CORRESPOND WITH N. DENOVIO REGARDING FEE STATEMENTS.
09/29/06	NJD	.40	FOLLOW UP ON TAX ISSUES
			REVIEW STATUS OF TREATY; EMAIL A. GIBBONS

Attorney Hours:

N J DENOVIO	(PARTNER)	3.30 hrs @	\$695.00 /hr.	\$2,293.50
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Paralegal Hours:

E C ARNOLD	(PARALEGAL)	4.90 hrs @	\$215.00 /hr.	\$1,053.50
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY #60314320
 DC\927364.1

Total Services	8.2 hrs	\$3,347.00
<u>Other charges:</u>		
TELEPHONE	<u>4.79</u>	
Total other charges		<u>4.79</u>
Total current charges		<u>3,351.79</u>
Balance due from previous billing:		<u>25,933.43</u>
BALANCE DUE		<u>\$29,285.22</u>

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